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Charter and by-laws
- Atlantic and N.C. Railroad

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# CHARTER AND BY-LAWS

OF THE

# Atlantic and North Carolina RAILROAD COMPANY.

1890.

GOLDSBORO, N. C.:
ARGUS POWER JOB PRESSES,
1890.

# CHARTER

OF THE

# Atlantic and North Carolina Railroad Company.

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Sec. 1. *Be it enacted by the General Assembly of the State of North Carolina, and it is hereby enacted by authority of the same*, That for the purpose of effecting a railroad communication from the Atlantic through the centre of the State, to meet the Tennessee line, a company shall be and the same is hereby incorporated, with a capital of nine hundred thousand dollars, to be called the "Atlantic and North Carolina Railroad Company," to commence at the most eligible point on the harbor of Beaufort, Carteret County, and thence near New-Berne, Trenton and Kinston, so as to strike the Raleigh and Wilmington Railroad, and to connect with the North Carolina Railroad at its terminus near the town of Goldsboro; and there shall be and is hereby incorporated a company to be called "The North Carolina and Western Railroad Company," with a capital of three millions of dollars, to commence on the North Carolina Railroad at or near the town of Salisbury, thence the most practicable route across the Blue Ridge to the Tennessee line, which companies when formed in compliance with the conditions hereinafter prescribed, shall have a corporate existence each as a body politic for the term of ninety-nine years

Sec. 2. *Be it further enacted*, That for the purpose of forming said capital stock of the said Atlantic and North Carolina Railroad Company, the following persons be and the same are hereby appointed commissioners: Isaac Ramsey, of Carteret County; Alonzo T. Jerkins, of New-Berne; Lucien Edwards, of Greene, and Elisha Pipkin, of Wayne; that it shall be lawful to open books in the town of Beaufort, under the direction of Richard Hall, M. F. Arendell, Capt. Duncan, Josiah F. Bell, or any three of them; at New-Berne, William G. Bryan, Charles Slover, John Blackwell, John R. Justice, William H. Washington, George S. Stevenson, Moses W. Jarvis, Edward R. Stanly, Fred P. Latham, Israel Disosway, Hardy B. Lane, Sen'r, James C. Stevenson, Henry G. Cutler, Alexander Miller, Alexander Mitchell; at Trenton, Dr. John

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Shackleford, C. Williams, Benjamin Askew, Joseph Kincey, Sen'r, Joseph Whitty; at Kinston, Thomas Woodley, John C. Washington, Louis Desmond, Nicholas Hunter; at Goldsboro, W. S. G. Andrews, W. B. Gulick, Thomas Kennedy, William B. Edmondson, W. K. Lane; at Waynesboro, Richard Washington, Dr. Daniel Cogdell; at Smithfield, William H. Watson, William S. Ballenger, Thomas Lockhard, William H. Morning, Linn B. Sanders; at Raleigh, Romulus M. Saunders, George W. Mordecai, W. W. Holden, John H. Bryan, Edward Yarborough, Willis Whitaker; at Jacksonville, George Ward, John M. Franks, John A. Averett, Owen Huggins; at Swansboro, David W. Sanders, R. McLane, C. E. Glover, Daniel Hargate, Elijah Fergerson, Joshua Rawk and Henry H. Harper, of Snow Hill; James Williams, Henry Beat and William A. Darden, of Greene County.

SEC. 3. *Be it further enacted*, That all who may hereafter be authorized to open books for subscription of stock by the commissioners herein appointed for that purpose shall open said books at any time after the ratification of the act, twenty days previous notice being given in some one or more of the public newspapers in this State, and that the said books, when opened, shall be kept open for the space of thirty days at least, and as long thereafter as the commissioners first above named shall direct, and that all subscriptions of stock shall be in shares of one hundred dollars, the subscriber paying at the time of making such subscription five dollars on each share thus subscribed, or by giving his promissory note for that sum to the person authorized to receive such subscription, and in case of failure to pay such sum or note, all such subscriptions shall be void and of no effect; and upon closing the books all such sums or rates as shall have been thus received of subscribers on the first installment shall be paid to the commissioners named in the second section of this act by the person receiving them, and, for failure thereof, such person or persons shall be liable to said general commissioners before the organization of said company, and to the company itself after its organization, to be recorded in the superior court of law in the county where such delinquent resides, or if he reside out of the State, then in any court of such State having competent jurisdiction. The said general commissioners shall haye power to call on and require all persons empowered to receive subscriptions at any time and from time to time as a majority of them may think proper; to make return of the stock by them respectively received, and to make payment of all sums made by the subscribers; that all persons receiving subscriptions of stock shall pass a receipt to the sub-

scriber for the payment of the first installment, as heretofore required to be paid, and upon the settlement with the general commissioners as aforesaid, it shall be the duty of the said general commissioners in like manner to pass their receipt for all sums of money thus received to the person from whom received, and such receipts shall be taken and held to be good and sufficient vouchers to the persons holding them.

SEC. 4. *Be it further enacted*, That it shall be the duty of said general commissioners to direct and authorize the keeping open of books for the subscription of stock in the manner above described until the sum of three thousand dollars shall have been subscribed to the capital stock of said company, and that as soon as the sum of three thousand dollars shall have been subscribed and the first installment of five dollars per share on said sum shall have been received by the general commissioners as aforesaid, said company shall be regarded as formed, and the said commissioners or a majority of them, shall sign and seal a duplicate to that effect, with the names of the subscribers appended, and cause one of the said duplicates to be deposited in the office of the Secretary of State, and, thenceforth, from the closing of the books for subscription as aforesaid, the said subscribers to the stock shall form a body politic and corporate in deed and in law for the purposes aforesaid by the name and style of the "Atlantic and North Carolina Railroad Company."

SEC. 5. *Be it further enacted*, That whenever the sum of three hundred thousand dollars shall be subscribed in manner and form aforesaid, the subscribers, their executors, administrators, and assigns, shall be and they are hereby declared to be incorporated into a company by the name and style of "Atlantic and North Carolina Railroad Company," and by that name shall be capable in law and equity of purchasing, holding, selling, leasing and conveying estates, real, personal and mixed, acquiring the same by gift or devise, so far as shall be necessary for the purposes embraced within the scope, object and intent of this charter and no farther, and shall have perpetual succession, and by their corporate name may sue and be sued, plead and be impleaded in any court of law and equity in the State of North Carolina, and may use a common seal, which they may alter or renew at pleasure, and shall have and enjoy all other rights and immunities which other corporate bodies may and of right do exercise, and may make all such by-laws, rules and regulations as are necessary for the government of the corporation, or of effecting the object for which it is created, not inconsistent with the constitution and laws of the United States and of this State.

SEC. 6. *Be it further enacted*, That notice of process upon the principal agents of said company, or the president, or any of the directors thereof, shall be deemed and taken to be due and lawful notice of service of process upon the company, so as to bring it before any court within the State of North Carolina.

SEC. 7. *Be it further enacted*, That as soon as the sum of three hundred thousand dollars shall have been subscribed in the manner and form aforesaid, it shall be the duty of the general commissioners appointed under the second section of this act, to appoint a time for stockholders to meet at the town of New-Berne, in Craven County, which they shall cause to be previously published for the space of thirty days, in one or more newspapers, as they may deem proper; at which time and place the said stockholders in person or [by] proxy, shall proceed to elect the directors of the company, and enact all such regulations and by-laws as may be necessary for the government of the corporation and the transaction of its business. The persons elected directors at this meeting will serve such period, not exceeding one year, as the stockholders may direct and fix at this meeting. The stockholders shall fix on the day and place where the subsequent election of directors shall be held; and such elections shall henceforth be annually made; but if the day of annual election shall pass without any election of directors, the corporation shall not therefore be dissolved, but it shall be lawful on any other day to hold and make such election in such manner as may be prescribed by a by-law of the corporation.

SEC. 8. *Be it further enacted*, That the affairs of the company shall be managed and directed by a general board, to consist of eight directors, to be elected by the stockholders from among their number, at the first subsequent general annual meeting, as prescribed in the seventh section of this act, and that no one shall serve as a director who is not a stockholder.

SEC. 9. *Be it further enacted*, That the election of directors shall be by ballot, each stockholder having as many votes as he has shares in the stock of said company, and the person having a majority of all the votes polled, shall be considered as duly elected.

SEC. 10. *Be it further enacted*, That the president of the company shall be elected by the directors from among their own number, in such manner as the regulations of the company shall prescribe.

SEC. 11. *Be it further enacted*, That at the first general meeting of the stockholders to be called under section seventh of this act, a majority of all the shares subscribed shall be

represented before proceeding to business, and if a sufficient number do not appear on the day appointed, those who do attend shall have power to adjourn from time to time, until a regular meeting shall be thus formed, and at such meeting the stockholders may provide by a by-law as to the number of stockholders and the amount of the stock to be held by them, which shall constitute a quorum for transacting business at all subsequent regular or called meetings of stockholders and directors.

SEC. 12. *Be it further enacted*, That in all elections and upon all votes taken in any general meeting of the stockholders, upon any by-law or any of the affairs of the company, each share of stock shall be entitled to one vote, and that any stockholder in said company may vote by proxy, and proxies may be verified in such manner as the stockholders by by-laws may prescribe.

SEC. 13. *Be it further enacted*, That the general commissioners shall make their return of the shares of stock subscribed for the first general meeting of the stockholders, and pay over to the directors elected at said meeting, or to their authorized agent, all sums of money received from subscribers, and for failure therefor, shall be liable to said company, to be recovered at the suit of said company in any superior court of law in this State, within the county where such delinquent or delinquents may reside, and in like manner from said delinquent or delinquent's executor or administrators in case of his or their death.

SEC. 14. *Be it further enacted*, That the board of directors may fill all vacancies which may occur in their body during the period for which they have been elected, and in the absence of the president may fill his place by electing a president *pro tem.*, from among their number.

SEC. 15. *Be it further enacted*, That all contracts or agreements authenticated by the president and secretary of the board of directors shall be binding on the company without a seal, or such a mode of authentication may be used as the company by their by-laws may adopt.

SEC. 16. *Be it further enacted*, That the company shall have power and may proceed to construct as speedily as possible a railroad with one or more tracts of the same width of the North Carolina Railroad, to be used with steam power, which shall extend from the most practicable point at or near the town of Beaufort, in Carteret County, in the manner prescribed in the second section of this act to the terminus of the North Carolina Railroad, at or near the town of Goldsboro, in the county of Wayne, and said company may use any section

of the railroad constructed by them before the whole of said road shall be completed.

SEC. 17. *Be it further enacted*, That the said company shall have the exclusive right of conveying or transporting of persons, goods, merchandise and produce over the said railroad to be by them constructed, at such charges as may be fixed on by a majority of the directors.

SEC. 18. *Be it further enacted*, That the said company may, when they see proper, farm out the right of transportation over said railroad, subject to the rules above mentioned, and the said company and every person who may have received from them the right of transportation of goods, wares and produce on said railroad, shall be deemed a common carrier as respects all goods, wares and merchandise entrusted to them for transportation.

SEC. 19. *Be it further enacted*, That the board of directors may call for the payment of the sums subscribed as stock in said company in such installments as the interest of said company may, in their opinion require. The call for each payment shall be published in one or more newspapers in this State for the space of one month before the day of payment, and on failure of any stockholder to pay each installment as thus required, the directors may sell at public auction, on a previous notice of ten days, for cash, all the stock subscribed for in said company by such stockholders, and convey the same to the purchaser at said sale; and if said sale do not produce a sufficient sum to pay off the incidental expenses of the sale and the entire amount owing by such stockholders to the company for such subscription of stock, then, and in that case, the whole of such balance shall be taken and held as due at once to the company and may be recovered of such stockholder, or his executors, administrators or assigns, at the suit of said company, either by summary motion in the court of superior jurisdiction in the county where the delinquent resides, on a previous notice of ten days to said subscriber, or by action of assumpsit in any court of competent jurisdiction, or warrant before a justice of the peace, when the sum does not exceed one hundred dollars, and in all cases of assignment of stock before the whole amount has been paid to the company, then for all sums due on the stock both the original subscribers and the first and all subsequent assignees shall be liable to the company, and the same to be recovered as above directed.

SEC. 20. *Be it further enacted*, That the debt of stockholders due the company for stock therein, either as original proprietor or as first or subsequent assignee, shall be considered as of equal dignity with judgments in the distribution of assets

of a deceased stockholder by his legal representatives.

SEC. 21. *Be it further enacted*, That the said company shall issue certificates of stock to its members, and said stock may be transferred in such manner and form as may be directed by the by-laws of the company.

SEC. 22. *Be it further enacted*, That the board of directors shall, once in every year, make a full report on the state of the company and its affairs, to a general meeting of the stockholders, and oftener if required; and shall have power to call a general meeting of the stockholders when the board may deem it expedient; and the company may provide in their by-laws for occasional meetings being called, and prescribe the mode thereof.

SEC. 23. *Be it further enacted*, That the said company may purchase, have and hold in fee, for a term of years, any lands, tenements, or hereditaments which may be necessary for said road or the appurtenances therefor, or for the erection of depositories, store houses, houses for the officers, servants, or agents for the company, or for work-shops or foundries to be used for the said company or for procuring stone or other materials necessary to the construction of the road, or for effecting transportation thereon, and for no other purpose whatever.

SEC. 24. *Be it further enacted*, That the company shall have the right, when necessary, to construct the said road across or along any public road or water-course: *Provided*, That the said company shall not obstruct any public road without constructing another equally as good and as convenient, nor without making a draw in any bridge of said road, which may cross navigable streams, sufficient for the passage of vessels navigating such streams.

SEC. 25. *Be it further enacted*, That when any lands or right of way may be required by said company for the purpose of constructing their road, and for the want of agreement as to the value thereof, or for any other cause, the same cannot be purchased from the owner or owners, the same may be taken at a valuation to be made by five commissioners, or a majority of them, to be appointed by any court of record having common law jurisdiction, in the county where some part of the land or right of way is situated. In making the said valuation, the said commissioners shall take into consideration the loss or damage which may accrue to the owner or owners in consequence of the land or right of way being surrendered, and the benefit and advantage he, she or they may receive from the erection or establishment of the railroad or work, and shall state particularly the value and amount of each, and the excess of loss and damage over and above the advantage and benefit

shall form the measure of valuation of the said land or right of way: *Provided, nevertheless,* That if any person or persons over whose land the road may pass shall be dissatisfied with the valuation of said commissioners, then and in that case the person or persons so dissatisfied, or the president and directors of the road may have an appeal to the superior court in the county where the said valuation has been made, or in either in which the land lies, when it may lie in more than one county, under the same rules, regulations and restrictions, as in appeals from judgments of justices of the peace; the proceedings of the said commissioners, accompanied with a full description of said land or right of way shall be returned under the hands and seals of a majority of the commissioners to the court from which the commission issued, there to remain a matter of record; and the lands or right of way so valued by the said commissioners shall vest in said company so long as the same shall be used for the purposes of said railroad as soon as the valuation may be paid, or when refused, may have been tendered; *Provided,* That on application for the appointment of commissioners under this section, it shall be made to appear to the satisfaction of the court that at least ten days' previous notice has been given by the applicant to the owner or owners of land so proposed to be condemned, or if the owner or owners be infants, or *non compos mentis,* then the guardian of such owner or owners, if such guardian can be found within the county, or if he cannot be found, then such appointment shall not be made unless notice of the application shall have been published at least one month next preceding, in some newspaper printed as convenient as may be to the court house of the county, and shall have been posted at the door of the court house on the first day, at least, of the term of said court to which the application is made: *Provided, further,* That the valuation provided for in this section shall be made on oath by the commissioners aforesaid, which oath any justice of the peace or clerk of the court of the county in which the land or part of it lies, is hereby authorized to administer: *Provided, further,* That the right of condemnation, however granted, shall not authorize the said company to invade the dwelling-house, yard, or burial-ground of any individual without his consent.

Sec. 26. *Be it further enacted,* That the right of said company to condemn lands in the manner described in the 25th section of this act shall extend to the condemning one hundred feet on each side of the main track of the road, measuring from the centre of the same, unless in deep cuts and fillings, when the said company shall have power to condemn as much in addition thereto as may be necessary for the purposes of con-

structing said road; and the company shall also have power to condemn and appropriate lands in like manner for the constructing and building depots, warehouses, buildings for servants, agents and persons employed on the road, not exceeding two acres in any one lot or station.

SEC. 27. *Be it further enacted*, That in the absence of any contract or contracts with said company in relation to lands through which said road or its branches may pass, signed by the owner thereof, or by his agent, or any claimant, or any persons in possession thereof, which may be confirmed by the owner thereof, it shall be presumed that the land upon which the said road or any of its branches may be constructed, together with a space of one hundred feet on each side of the centre of said road, has been granted to the said company by the owners thereof; and the said company shall have good right and title thereto, and shall hold and enjoy the same as long as the same shall be used for the purposes of said road; and no longer, unless the person or persons owning the said land at the time that part of said road which may be on the said land was finished, or those claiming under him, her, or them, shall apply for an assessment of the value of said land as hereinbefore directed, within two years next after that part of the said road was finished; and in case the said owner or owners, or those claiming under him, her, or them, shall not apply within two years next after the said part was finished, he, she, or they shall forever be barred from recovering said lands, or having any assesment or compensation therefor; *Provided*, That nothing herein contained shall affect the rights of *feme coverts*, or infants, until two years after the removal of their respective disabilities.

SEC. 28. *Be it further enacted*, That all lands not heretofore granted to any person, nor appropriated by law to the use of the State, within one hundred feet of the centre of said road which may be constructed by the said company, shall vest in the company as soon as the line of the road is laid out through it, and any grant of land thereafter shall be void.

SEC. 29. *Be it further enacted*, That if any person shall intrude upon the said road by any manner of use thereof, or of the rights and privileges connected therewith, without permission, or contrary to the will of said company, he, she, or they may be indicted for a misdemeanor, and upon conviction thereof, fined and imprisoned by any court of competent jurisdiction in the State.

SEC. 30. *Be it further enacted*, That every obstruction to the safe and free passage of vehicles on the said road or its branches, shall be deemed a public misdemeanor, and may be

abated as such by any officer, agent, or servant of said company, and the person causing such obstructions may be indicted and punished for erecting a public nuisance.

SEC. 31. *Be it further enacted*, That the said company shall have the right to take at the store-houses they may establish, or annex to their said railroad, or the branches thereof, all goods, wares, merchandise, and produce intended for transportation, prescribe the rules of priority and charges, and receive such just and reasonable compensation for storage as they by rules may establish, (which they shall cause to be published,) or as may be fixed by agreement with the owner, which may be distinct from the rules of transportation: *Provided*, That the said company shall not charge or receive storage on goods, wares, and merchandise, or produce, which may be delivered to them at their regular depositories for immediate transportation; and which the company may have power to transport immediately.

SEC. 32. *Be it further enacted*, That the profits of the company, or so much thereof as the general board may deem advisable, shall, when the affairs of the company will permit, be semi annually divided among the stockholders in proportion to the stock they may own.

SEC. 33. *Be it further enacted*, That it shall be lawful for any incorporated town or county near or through which said railroad may pass, to subscribe for such an amount of stock in said company as they shall be authorized to do by the inhabitants of said town, or the citizens of such county, in manner and form as hereinafter provided.

SEC. 34. *Be it further enacted*, That the corporate authorities of such town, or the justices of the peace of such county, a majority of the justices of the county concurring to make an order requiring the constable of such town, and the sheriff of such county, at such time and on such notice as they shall direct, to open a poll and take the sense of the voters of such town qualified to vote for town officers and of the voters of such county qualified to vote for members of the House of Commons of the General Assembly, whether the officers of said town, and the justices of the peace of said county, shall subscribe to the stock of such company for such sum as the order shall propose, and the constable shall make return of the number against it, and the sheriff shall, in like manner, make return as to the vote in his county to the first court thereafter to be held for such county, and it shall be the duty of the sheriff to notify each justice of said county to attend at the court house, to which he may make his returns of said poll.

SEC. 35. *Be it further enacted*, That if upon the return of

such constable, and of such sheriff, it shall appear that a majority of the qualified voters of such town, and by the return of the sheriff that a majority of the qualified voters of such county voting upon the question, are in favor of the subscription, the corporate authorities of such town, and the justices of such county shall appoint an agent to make the subscription in behalf of such town and county, to be paid for in bonds of such town and county, and on such time as shall be agreed on by said town officers and the justices of such county.

SEC. 36. *Be it further enacted*, That for the purpose of paying the qnotas on said stock as may be called for, or the installments on such subscriptions as may fall due, the town authorities and the justices of the county shall have power to appoint an agent or agents to negotiate a loan or loans for and in the name of such town and county, and it shall be the duty of the authorities of such town, and of the justices of such county, to levy such taxes annually on the persons, lands and other property within such town andcounty as may be sufficient to pay the amount of such loan or loans, and the interest thereon, and as said town authorities and justices of such county shall deem necessary and proper, and to make such order or orders as shall be deemed necessary for the due collection and payment of the same, and the stock subscribed on behalf of such town and county shall stand pledged for the payment of the loan thus authorized to be contracted.

SEC. 37. *Be it further enacted*, That the right to the stock in the company hereby authorized to be subscribed, shall vest in the town and county making such subscriptions, and the corporate authorities of said town, and the justices of such county, shall have power from time to time to appoint a proxy to represent the stock in the meeting of the stockholders of the company, and also an agent to collect the dividends on such stock, and when collected to apply the same to the payment of the bonds and interest negotiate as aforesaid.

SEC. 38. *Be it further enacted*, That the Governor, as president of the board of internal improvements be, and is hereby authorized and required to make the necessary arrangements with the president and directors of the North Carolina Railroad, for a survey of the most practicable route for a railroad, from the most eligible point in the harbor of Beaufort by New-Berne, Trenton and Kinston to the terminus of the North Carolina Railroad, at or near Goldsboro, and that the sum of four thousand dollars is hereby appropriated to cover the State's portion of the expenses of said survey, to be paid by the public treasurer; and that it shall be the duty of the chief engineer, who shall make such survey, to cause an accurate

estimate to be made of the probable cost for the construction of said railroad, and that he report the same to the board of internal improvements.

SEC. 39. *Be it further enacted*, That the president and directors of the several banks of this State, by and with the consent of a majority of the stockholders thereof respectively, shall have power and authority to subscribe in the name and on behalf of their corporations respectively, for such an amount of the capital stock of the Atlantic and North Carolina Railroad Company as they may think proper.

SEC. 40. *Be it further enacted*, That in case of domestic invasion or insurrection, the company shall transport the troops and munitions of war of the State free of charge.

SEC. 41. *Be it further enacted*, That the following officers and servants, and persons in the actual employment of said company, be, and they are hereby exempt from the performance of jury and ordinary military duty: the president and treasurer of the board of directors, and the chief and assistant engineers, the secretaries and accountants of the company, keepers of the depositories, guards stationed on the road to protect it from injury, and such persons as may be working locomotives, engines, and traveling with the cars for the purpose of attending to the transportation of produce, goods, and passengers on the lands.

# AMENDMENTS

TO THE

# CHARTER,

## Passed at the Session of the Legislature for 1854-'55.

*A Bill to amend an Act entitled, An Act to incorporate the Atlantic and North Carolina, and the North Carolina and Western Railroad Company.*

SEC. 1. *Be it enacted* by the General Assembly of the State of North Carolina, and it is hereby enacted by the authority of the same, that the act incorporating the Atlantic and North Carolina Railroad Company be and the same is hereby amended in the following particulars: a majority of the stockholders, in general meeting concurring, *to-wit:* the capital stock of said Atlantic and North Carolina Railroad Company shall be sixteen hundred thousand dollars.

SEC. 2. *Be it further enacted*, That the said company at any time may increase its capital to a sum sufficient to complete said road, by opening books for new stock, or selling such new stock, or by borrowing money on the credit of the company, and on the mortgage of its charter and works, and the manner in which the same shall be prescribed by the stockholders at a general meeting.

SEC. 3. *Be it further enacted*, That the affairs of the company shall be managed and directed by a general board, to consist of twelve directors, eight of whom shall be appointed annually by the board of internal improvements, and may be removed in like manner, and four to be elected by the stockholders, at their next general meeting, provided no one but a stockholder of at least five shares shall serve as a director.

SEC. 4. *Be it further enacted*, That in all elections and upon all questions taken in any general meeting of the stockholders, in which a vote by stock may be had, the vote shall be taken according to the following scale: the owner of one or two shares shall be entitled to one vote; the owner of not less than three and not more than four shares shall be entitled to two votes; the owner of not less than five nor more than six shares shall be entitled to three votes; the owner of not less than seven nor more than eight shares, to four votes; the owner of

not less than nine nor more than eleven shares, to five votes; the owner of not less than twelve nor more than fifteen shares, to six votes; the owner of not less than sixteen nor more than twenty shares, to seven votes; the owner of not less than twenty-one nor more than twenty-six shares, to eight votes; the owner of not less than twenty-seven nor more than thirty-three shares, to nine votes; the owner of not less than thirty-four nor more than forty shares, to ten votes; and the owner of every ten shares above forty shall be entitled therefor to one vote, *Provided*, That no individual or company, holding stock in said company, shall be entitled to more than two hundred votes, except the State, which shall be entitled to three hundred votes; but should the State hereafter transfer any part of its stock, then its vote shall be in proportion to what may be retained, as compared with the amount now represented in said corporation; the State shall at general meetings of stockholders be represented by an agent or proxy appointed by the Governor, and such agent or proxy shall be entitled in the general meetings aforesaid to vote according to the above scale on all questions except in the election of directors by the individual stockholders.

SEC. 5. *Be it further enacted*, That whenever it shall appear to the board of internal improvements of this State, by a certificate under the seal of said company, signed by their treasurer, and countersigned by their president, that one-third of the capital stock of said company has been subscribed for and taken by solvent individuals or companies, and that at least three hundred thousand dollars of said stock has been paid into the hands of the treasurer of said company, the said board of internal improvements shall be authorized and required to subscribe on behalf of the State for two-thirds of the capital stock of said company, and the subscription shall be paid in the following manner *to-wit:* The one-fourth part as soon as the said company shall commence work, and one-fourth part thereof every six months thereafter, until the whole subscription in behalf of the State shall be paid. *Provided:* The treasurer and president of said company shall, before they receive the aforesaid installments, satisfactorily assure the board of internal improvements, by certificates, under the seal of said company, that an amount of the private subscription has been paid in equal proportion to the payment required of the State.

SEC. 6. *Be it further enacted*, That in case the present Legislature shall not provide the necessary and ample means to pay the aforesaid installment and the stock subscribed for on behalf of the State, as provided for in the fifth section of this act, in that event, the board of internal improvements is hereby

authorized and empowered to borrow on the credit of the State to the amount of two-thirds of the capital stock of said company, as the same may be needed by the requirements of this act.

SEC. 7. *Be it further enacted*, That in case it shall become necessary to borrow the money by this act authorized, the public treasurer shall issue the necessary bonds with coupons attached, signed by the Governor, and countersigned by the public treasurer, and sealed with the great seal of the State, and made payable to ——, or bearer, and the principal shall be payable at the end of thirty years from the date of the same, and coupons of interest payable semi-annually in such form as may be prescribed by the public treasurer, shall be attached to the bonds, and the bonds and coupons attached shall be made payable at such bank or place in the city of New York, or at the office of the public treasurer in Raleigh, as he, the public treasurer, may think proper. *Provided*, however, that no such bonds shall be issued for a sum less than five hundred dollars, and no bond shall be sold for a less sum than par value, and it shall be the duty of the public treasurer to enter in a book to be kept for that purpose, a memorandum of the bonds issued by virtue of this act, the number, date of issue, when and where payable, to whom issued, and to whom sold, and at what premium, if any, the same was sold by him.

SEC. 8. *Be it further enacted*, That the comptroller shall register the said bonds at large in a book, to be kept by him for that purpose, and shall charge the public treasurer with the amount thereof, and also with all such sums, if any, as the public treasurer may obtain by way of premium on the sale of such bonds, an account of which the public treasurer shall render to the comptroller as soon as negotiations from time to time for the sale of such bonds are closed.

SEC. 9. *Be it further enacted*, That if it shall become necessary to issue the coupon bonds aforesaid, the public treasurer shall advertise in one or more newspapers, as he may think best, and state in the advertisement thereof that said bonds have coupons attached, and invite sealed proposals for such amounts of the capital stock owned by the State in said company as may be wanted at any one time, and it shall be his duty to accept those terms which may be most advantageous to the State: *Provided*, That in no event shall any of the coupon bonds be sold for less than their par value, and any premium which may be obtained on the sale of said coupon bonds shall be placed in the public treasury and used as other public funds in the payment of interest on the debts hereby created, or shall be applied to a sinking fund which may be established by the General Assembly.

SEC. 10. *Be it further enacted*, That as security for the redemption of said certificates of debt, the public faith of the State of North Carolina is hereby pledged to the holders thereof, and in addition thereto all the stock held by the State in the Atlantic and North Carolina Railroad Company hereby created shall be pledged for that purpose, and any dividends of profit which may from time to time be declared on the stock held by the State aforesaid, shall be applied to the payment of the interest accruing on said coupon bonds; but, until such dividends of profit may be declared, it shall be the duty of the treasurer, and he is hereby authorized and directed to pay all such interest, as the same may accrue, out of any moneys in the treasury not otherwise appropriated.

SEC. 11. *Be it further enacted*, That the following officers, and servants, and persons in the actual employment of the said company are hereby exempted from the performance of jury and ordinary militia duty: The president and treasurer of the board of directors, and chief and assistant engineers, the secretary and accountant of the company, keepers of depots, guard stationed on the road to protect it from injury, and such persons as may be working the locomotive engines and traveling with cars for the purpose of attending to the transportation of produce, goods, and passengers on the road.

SEC. 12. *Be it further enacted*, That the directors to be appointed by the board of internal improvements shall not enter upon their duties as members of the board of directors before the next annual meeting of the stockholders after the subscription made by the State in the manner by this act prescribed.

SEC. 13. *Be it further enacted*, That nothing contained in this act shall be so construed as to prevent crossing of or intersection of any other railroad authorized by the General Assembly with the aforesaid Atlantic and North Carolina Railroad, and at such point or points to erect the necessary buildings for receiving and forwarding produce, merchandize, passengers, &c., to be transported on such intersecting road or roads.

SEC. 14. *Be it further enacted*, That this act shall be in force from and after its ratification.

# BY-LAWS

OF THE

# Atlantic and North Carolina RAILROAD COMPANY.

## MEETING OF THE STOCKHOLDERS.

1. The general annual meetings of the Stock-holders shall be held on the 4th Thursday in September in each and every year until otherwise ordered.

2. The President or any five Directors, or any number of Stock-holders representing one-third of the individual stock, shall have power to call occasional meetings of the Stock-holders at such time and place as he or they may think proper, first giving twenty days' notice thereof in two or more newspapers published in the city of New-Berne.

3. At least ten individual Stockholders, represented either in person or by proxy, and holding not less than a majority of the stock subscribed by individuals together with the State proxy, shall be necessary to constitute a *quorum* for the transaction of business.

4. At every general annual meeting seven Stockholders shall be elected by the Stockholders who shall constitute a committee to verify proxies at the ensuing meeting, and it shall be the duty of the Secretary to prepare for the use of such committee an alphabetical list of the Stockholders entitled to vote, and the number of shares held by each, as also the number of votes to which each may be entitled.

5. Notice of the general annual meetings of the Stockholders, shall be published by the Secretary at least twenty days previous thereto, in one or more newspapers.

6. The proceedings of the Stockholders at all their meetings shall be recorded by the Secretary of the Company in a well-bound book to be kept for that purpose; and he shall also, keep a file of the published proceedings.

7. Stockholders of this Company, having first obtained a

Stockholders ticket, with their immediate families going to, and returning from the meetings of the Company, may travel over the road free of charge to and from the place of meeting.

## DIRECTORS.

1. The Directors on the part of the individual Stockholders, shall be elected at the general annual meetings, and shall continue in office until the next general annual meeting, and on failure to elect Directors at such meeting, the President and Directors then in office shall continue to exercise their respective offices until their successors shall be elected.

2. On failure of the Stockholders to elect Directors as provided by law, the Chairman of the Stockholders then assembled, shall adjourn the meeting from time to time, and give notice thereof until a proper meeting can be held, and an election made, and on failure of the Chairman, from any cause, to adjourn or appoint such meeting and give the necessary notice, the acting President of the Company, or any two acting Directors shall make the call and give the necessary notice.

3. The Board of Directors shall meet at least once in two months, at New-Berne, or at such other place as they may direct, and the President shall be at liberty to convene the Board as much oftener as the interest of the Company may require.

4. The Directors shall keep a record of their proceedings; shall have power to establish a common seal with suitable devices, and to alter the same at pleasure, to ascertain and define the duties of the officers, clerks and servants of the Company, and direct them in the performance thereof, and to dismiss from the service of the Company any officer or agent, clerk or servant, whenever in their opinion the interest of the Company may require.

5. The Directors shall appoint all officers or agents of the Company. Employees shall be appointed by the President and their appointments shall be submitted to the Board of Directors at the next meeting thereafter for approval, and the compensation of all such officers shall be fixed by the Board of Directors.

6. Seven members of the Board shall constitute a *quorum* for the transaction of business, and each Director shall receive as compensation for his services ($5) five dollars for each day he may be so engaged, with the privilege of the road for himself and his own immediate family.

7. No loan, either permanent or temporary, shall be made by the President or any other officer of the Company, unless authorized or directed by at least seven members of the Board of Directors.

8. No Director shall, while acting as such, fill any office in the gift of the Company, nor shall any Director be allowed to act as agent or counsel for parties having claims or demands to be passed upon by the Board of Directors.

## PRESIDENT.

1. The President shall be elected annually, by ballot, by a majority of the whole Board of Directors, and out of their number, and shall receive as compensation for his services an annual salary of $1,800, over and above his necessary travelling expenses incurred by order of the Board of Directors, on business of the Company.

2. The President shall have the general supervision and control of all the other officers of the Company, and shall prescribe their duties, unless otherwise provided for. He snall carefully examine into the performance of their duties, and from time to time report to the Directors all and any matters touching the interest of the Company which shall come to his knowledge. He may at any time when the Board is not in session, suspend any officer or dismiss any servant, but at the next meeting he shall report such facts and the reason for so doing.

3. The President shall conduct the general correspondence, sign documents in the name of the Company, keep the seal of corporation, and with the consent of a majority of the Directors, shall affix the same to all conveyances and other instruments to which the attestation of the seal may be necessary, and keep safely the bond of the Secretary and Treasurer.

4. It shall be the duty of the President to see that proper accounts are kept by all the subordinates, and reports made monthly so as to show:

1st.—Amount of temporary or permanent loans made.
2nd.—Income of the Road from freight, passengers, &c.
3rd —Income from other sources.
4th.—Current expenses of the Road.
5th.—Debts paid and whether old or new.
6th.—Property or material purchased.
7th.—Property and other material sold or otherwise disposed of.
8th.—Property and material on hand, with their estimated value.
9th.—Property and material lost or destroyed.
10th.—Debts contracted or outstanding.

And the President shall report the same to the Board at each regular meeting, who shall embody the substance thereof in their annual report to the Stockholders.

There shall also be reported to the meeting of the Stockholders, a list of the persons in the employment of the Company, stating in distinct columns, the names, compensation and duty: *Provided*, however, that the names of the hands on the Road, in the depots and workshops, and upon the trains, need not be stated, but in regard to them it shall be sufficient to mention the number employed for each purpose, and their compensation.

It shall be the duty of the President and Board of Directors to set apart out of the first money received by the Treasurer, not needed to defray the necessary daily expenses of the Company in running the road, a sufficient sum thereof to meet promptly the interest due on the mortgage debt of this Company.

That no contract for the assignment, sale or transfer of any corporate right, franchise, or privilege of the Company shall be made, until the question of sale or transfer shall have been submitted to a vote of the Stockholders, and such sale or transfer approved by a majority of the private Stockholders and the State.

All accounts of the President of the Company, other than for salary, shall be passed upon and approved by the Board of Directors before the same shall be paid by the Treasurer.

The President of this Company shall receive a salary at the rate of $1,800 per annum, to be paid monthly, and the Secretary and Treasurer a salary at the rate of $1,200 per annum, to be paid monthly, until the further action of the Stockholders of this Company.

## SECRETARY AND TREASURER.

1. The offices of Secretary and Treasurer shall be combined until the Board of Directors shall deem it necessary to separate them.

2. The Secretary and Treasurer shall also be appointed annually by the Board of Directors, and shall give bond in the sum of $40,000, with security, to be approved by the Board.

3. It shall be the duty of the Treasurer to take charge of, and safely keep all the moneys and moneyed securities of the Company, to disburse the same under the direction and upon the warrants of the President, and to take proper vouchers for such disbursements. He shall deposit all moneys belonging to the Company over and above the sum of two thousand dollars, in such bank or place as may be designated by the Board of Directors, provided they see fit so to designate, and shall render to the President a monthly account of all his transactions, and also an annual report to the Stockholders.

4. He shall record the proceedings of the Board and of the Stockholders' meetings, and shall take charge of all the books, deeds, official bonds, and other papers of the corporation, not pertaining to other officers, or otherwise provided for.

6. The Secretary shall be the principal book-keeper of the Company, and shall keep all the individual and consolidated accounts of the corporation, and, in regard to the receipts and expenses of the Board, he shall keep, in detail, the several items of income and expenditure, so as to show the amount of each.

6. That the salary of the Secretary and Treasurer be reduced to $1,200.

## COMMITTEE OF FINANCE.

1. There shall be a Committee of Finance, consisting of five, three of whom shall be appointed by the Stockholders at each annual meeting, and two by the Board of Directors, whose duty it shall be to examine the accounts and vouchers of the Treasurer, the books of the Secretary and other officers, meet quarterly, and report their condition at the meetings of the Board, and also to report to the general meeting of the Stockholders, such facts and suggestions as to the state of the accounts and the general ficancial condition of the Company as they may think proper. Any three of this Committee shall constitute a *quorum*. That the members of such Committee shall each receive five dollars per day for his services while actually engaged in such examination, with the privilege of the Road for his own travel; and said Committee shall have further power to examine all accounts, vouchers, papers and books of the Secretary and Treasurer and other officers of this Company, from the date of the incorporation of this Company, and to call for and have furnished to them any and all statements relative to the receipts and disbursements of money, from whatever sources derived, and to whatever purposes applied, and all explanations relating to the finances and the financial condition of this Company they may deem it necessary to have.

## REPORTS

The Annual reports of the President and Directors, of the Treasurer, and Committee of Finance, shall be prepared and published for the annual meeting of the Stockholders, and shall be disposed of as the Stockholders direct.

## PROXIES.

1. Proxies shall be in writing, signed by the parties, and

may be general or special, and none but a Stockholder shall be proxy: *Provided*, No proxy shall be accepted by the Proxy Committee, and that no vote by proxy shall be allowed in any Stockholders meeting unless said proxy shall be accompanied by an affidavit made by the alleged owner of said stock before some one competent to administer oaths by the laws of the State of North Carolina, stating all the facts as to the true and *bona fide* ownership of said stock, and that no person other than those stated, are interested in said stock, either directly or indirectly. *Provided*, That this shall not apply to the State or to counties holding stock.

## CONTRACTS.

1. Contracts shall be made under such rules and regulations as the Directors shall prescribe, and when signed by the President, shall be binding on the Company, either with or without the seal of the corporation.

2. No contract shall be considered as binding on the Company, unless ratified or approved by the President or Board of Directors.

3. Neither the President nor any Director nor any other officer nor employee of this Company shall during the term of his office, or service, be interested either directly or indirectly in any matter of contract with the Company, whereby he or they shall or may derive any pecuniary benefit, and any one who shall become so interested shall forfeit his office or place.

## CERTIFICATE OF STOCK.

The form of Certificates of Stock shall be as follows:

ATLANTIC & NORTH CAROLINA RAILROAD COMPANY.

No. Shares.

Be it known that of

is entitled to shares in the Atlantic & North Carolina Railroad Company, transferable by the said , either personally or by attorney, only at the office and on the books of said Company.

Witness, , President of the said Atlantic & North Carolina Railroad Company, at under the seal of the corporation, this day of A. D., 18

## TRANSFERS.

1. The stock sha'l be transferred either in person or by attorney, on the books of the Company to be kept by the Secretary for that purpose, which book shall be closed 30 days before the general meeting of the Stockholders in each year, and shall continue closed until after such general meeting.

2. Powers to transfer shall be signed by the party in the presence of a competent witness, and attested by the same, and said power shall be filed in the office of the Secretary of said Company.

That no person shall pass free over this Road unless authorized by the By-Laws of the Company or resolution of the Stockholders in general meeting, or by a majority of the Board of Directors. *Provided*, that the President may pass the officers and employees of this Company, the officers and employees of certain Railroad Companies, Telegraph, Express and Steamship Companies, which reciprocate similar courtesies with this Company. All free passes shall be signed by the President.

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FOR USE ONLY IN
THE NORTH CAROLINA COLLECTION

THIS TITLE HAS BEEN MICROFILMED